Form (2)

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 1222/2017 Date 18th, January 2017

This Permit is issued by the Myanmar Investment Commission according to the section 13 (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter U THAUNG WIN

(b) Citizenship MYANMAR

(c) Address NO.26, KHAY MAR STREET, THIRI KHAY MAR QUARTER, SANCHAUNG TOWNSHIP, YANGON

(d) Name and Address of Principal Organization GOLDEN LACE COMPANY LIMITED, NO.26, KHAY MAR STREET, THIRI KHAY MAR QUARTER, SANCHAUNG TOWNSHIP, YANGON

(e) Place of incorporation MYANMAR

(f) Type of Investment Business PROCESSING, PRODUCTION AND SALE OF PARBOILED RICE, HIGH QUALITY WHITE RICE AND RICE PRODUCTS (FACTORY-2)

(g) Place(s) at which investment is permitted HOLDING NO. CN/10, KWIN NO.124-A, HLAY LAN KWIN, KALATAN VILLAGE TRACT, TWANTAY TOWNSHIP, YANGON SOUTHERN DISTRICT, YANGON REGION

(h) Amount of Foreign Capital US$ 14.367 MILLION

(i) Period for Foreign Capital brought in WITHIN (1) YEAR FROM THE DATE OF INCORPORATION OF THE JOINT VENTURE COMPANY

(j) Total Amount of Capital (Kyat) EQUIVALENT IN KYAT OF US$ 16.612 MILLION (INCLUDING US$ 14.367 MILLION)

(k) Construction period 2 YEARS

(l) Validity of Investment Permit 50 YEARS

(m) Form of Investment JOINT VENTURE

(n) Name of Company Incorporated in Myanmar GOLDEN LACE DAEWOO COMPANY LIMITED

Republic of the Union of Myanmar — Myanmar Investment Commission — Sr, No. 091-C. Date 18.1.2017

18.1.17

Chairman

The Myanmar Investment Commission

စာအမှတ် ၀၉၁-၈
ရက်စွဲ ၁၈-၁-၂၀၁၇
ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၁၂၂၂/၂၀၁၇ ၂၀၁၇ခုနှစ် ဇန်နဝါရီလ ၁၅ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော် နိုင်ငံခြား ရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ(ခ)အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် ဦးသောင်းဝင်း

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ အမှတ် -၂၆၊ ခေမာလမ်း၊ သီရိခေမာရပ်ကွက်၊ စမ်းချောင်းမြို့နယ်၊ ရန်ကုန်မြို့

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ GOLDEN LACE COMPANY LIMITED၊ အမှတ်-၂၆၊ ခေမာလမ်း၊ သီရိခေမာရပ်ကွက်၊ စမ်းချောင်းမြို့နယ်၊ ရန်ကုန်မြို့

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ပေါင်းဆန်၊ အဆင့်မြင့်ဆန်ဖြူနှင့် ဆန်နှင့်သက်ဆိုင်သော ထုတ်ကုန်များကြိတ်ခွဲ ထုတ်လုပ်ရောင်းချခြင်းလုပ်ငန်း (စက်ရုံအမှတ်-၂)

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ဦးပိုင်အမှတ် CN/၁၀၊ ကွင်းအမှတ်-၁၂၄-A၊ လှေလမ်းကွင်း၊ ကုလားတန်းကျေးရွာအုပ်စု၊ တွံတေးမြို့နယ်၊ ရန်ကုန်တောင်ပိုင်းခရိုင်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၁၄.၃၆၇ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ဖက်စပ်ကုမ္ပဏီတည်ထောင်ပြီး တစ်နှစ်အတွင်း

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁၆.၆၁၂ သန်းနှင့်ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၁၄.၃၆၇ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၂ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံမှုခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် GOLDEN LACE DAEWOO COMPANY LIMITED

18.1.17

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Sr, No. 091-c
Date 18.1.2017

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION

No.(1), Thitsar Road, Yankin Township, Yangon

Tel: 01-658127

Fax: 01-658136

Our ref : MIC-2/ FI-159/ 2017(091-c)

Date : 18th January 2017

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Processing, Production and Sale of Parboiled Rice, High Quality White Rice and Rice Products" under the name of Golden Lace Daewoo Company Limited.

Reference: Golden Lace Daewoo Company Limited Letter dated (18-10-2016)

1. The Myanmar Investment Commission, at its meeting (1/2017) held on (6-1-2017) had approved that the proposal for investment in "Processing, Production and Sale of Parboiled Rice, High Quality White Rice and Rice Products" under the name of "Golden Lace Daewoo Company Limited" submitted as a joint venture by Posco Daewoo Corporation (60%) from the Republic of Korea and Golden Lace Company Limited (40%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Republic of the Union of Myanmar Foreign Investment Law. Terms and Conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 50(fifty) years and extendable for 10(ten) years in 2(two) times commencing from the date of the issuance of Myanmar Investment Commission's permit. The term of Build, Operate and Transfer Agreement for land shall be initial 50(fifty) years commencing from the date of signing of the Lease Agreement between Golden Lace Daewoo Company Limited and the Ministry of Transport and Communication, Directorate of Water Resources and Improvement of River

Systems (lessor) and extendable for 10(ten) years in two times subject to the approval of Myanmar Investment Commission. On the expiry of the Build, Operate and Transfer Agreement, Golden Lace Daewoo Company Limited shall transfer the leased land together with any fixtures, immovable properties and movable properties(machines & equipment) fixed on the leased land to the Lessor within 3(three) months in good condition.

4. Golden Lace Daewoo Company Limited shall provide the total amount of Land Use Premium Kyat 103,500,000 (Kyat one hundred and three million and five hundred thousand only) for (13.8) acre at the rate of Kyat 750,000 (Kyat seven hundred and fifty thousand only) per acre. It shall be paid in three instalments as follow;

(a) the first instalments of 40% (forty percent) shall be paid no later than 1 month from the date of signing of this Agreement;

(b) the second instalments of 30% (thirty percent) shall be paid no later than 6 months from the date of signing of this Agreement;

(c) the third instalments of 30% (thirty percent) shall be paid no later than 12 months from the date of signing of this Agreement;

5. The annual rent for the land shall be Kyat 20,942,500 (Kyats twenty million, nine hundred and forty-two thousand and five hundred only) calculated at the rate of kyat 375 per square meter per year for 50(fifty) years of the total land measuring 55,846.67 square metres (13.8 acres). The rate of rent shall be reviewed every five years term and increase of the rate shall not be more than 15% of the previous annual rent.

6. In issuing this "Permit", the Commission has granted the following exemptions and reliefs as per section 27 (a), (h) and (i) of the Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project:

(a) As per section-27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section-27(h), exemption or relief from custom duty or other internal taxes or both on machinery, equipment, instrument, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during period of construction of business;

(c) As per section-27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

7. Golden Lace Daewoo Company Limited shall have to sign the Build, Operate and Transfer Agreement with the Ministry of Transport and Communication, Directorate of Water Resources and Improvement of River Systems. In addition, Posco Daewoo Corporation shall have to sign the Joint Venture Agreement with Golden Lace Company Limited. After signing such Agreements, (5) copies of each shall have to be forwarded to the Commission.

8. Golden Lace Daewoo Company Limited in consultation with the Company Division, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

9. Golden Lace Daewoo Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been

commenced within one year from the date of issuance of this "Permit" it shall become null and void.

10. Golden Lace Daewoo Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

11. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be granted more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

12. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Golden Lace Daewoo Company Limited cannot construct completely in time the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

13. The investor or promoter shall apply the commencement date of commercial operation with Form (11) for their manufacturing business and report to the Commission in accordance with Foreign Investment Rule 97.

14. Golden Lace Daewoo Company Limited for factory (2) shall endeavour to meet the targets for production stated in the proposal as the minimum target.

15. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and the Golden Lace Daewoo Company Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

16. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section-2(i) of the Foreign Investment Law, other than foreign currency.

17. Whenever Golden Lace Daewoo Company Limited brings in foreign capital defined under Chapter I, section-2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

18. Golden Lace Daewoo Company Limited has the right to make account transfer and expend the foreign currency from its bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

19. Golden Lace Daewoo Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

20. Golden Lace Daewoo Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In

addition to this, it shall carry out as per instructions made by Ministry of Natural Resources and Environmental Conservation in which to conduct an Initial Environmental Examination(IEE) and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and be abided by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

21. After getting permit from Myanmar Investment Commission, Golden Lace Daewoo Company Limited for factory (2) shall have to be registered at the Directorate of Industrial Supervision and Inspection.

22. Golden Lace Daewoo Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments.

23. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made out of the local sale or from export earnings of Golden Lace Daewoo Company Limited.

24. Golden Lace Daewoo Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

28.1.18

(Kyaw Win)
Chairman

Managing Director
Golden Lace Daewoo Company Limited

cc: 1. Office of the Government of the Republic of the Union of Myanmar

2. Ministry of Home Affairs
3. Ministry of Transport and Communication
4. Ministry of Natural Resources and Environmental Conservation
5. Ministry of Electricity and Energy
6. Ministry of Labour, Immigration and Population
7. Ministry of Industry
8. Ministry of Commerce
9. Ministry of Planning and Finance
10. Office of the Yangon Region Government
11. Director General, Directorate of Water Resources and Improvement of River Systems
12. Director General, Department of Environmental Conservation
13. Director General, Department of Consumer Affairs
14. Director General, Department of Labour
15. Director General, Department of Immigration
16. Director General, Directorate of Industrial Supervision and Inspection
17. Director General, Department of Trade
18. Director General, Customs Department
19. Director General, Internal Revenue Department
20. Director General, Directorate of Investment and Company Administration
21. Director General, National Archives Department